

EXHIBIT D

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*Special Counsel for Lehman Brothers Holdings, Inc.
and its affiliated Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X	:
In re	: Chapter 11
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: Case No. 08-13555 (JMP)
	:
Debtors	: (Jointly Administered)
	:
-----X	:

CERTIFICATION OF CAROLYN H. ROSENBERG

I, Carolyn H. Rosenberg, Esquire, certify as follows:

1. I am a Partner with the applicant firm, Reed Smith LLP ("Reed Smith"), and have been admitted to the Bar of the Supreme Court of Illinois since 1982. Reed Smith has been retained as Special Counsel to the Debtors and Debtors in Possession and has rendered professional services in these Chapter 11 cases.

2. In respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the "Fee and Disbursement Guidelines") and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by

the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “U.S. Trustee Guidelines”) and the Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 3102] (the “Administrative Order,” and together with the Local Guidelines and the U.S. Trustee Guidelines, the “Guidelines”) this certification is made in respect of Reed Smith’s application, dated December 10, 2010 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing June 1, 2010 through and including November 30, 2010 (the “First Compensation Period”) in accordance with the Guidelines.

3. In respect of section 2 of the Fee and Disbursement Guidelines, I certify that Reed Smith reviewed the fee application and has approved it.

4. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Reed Smith and generally accepted by Reed Smith’s clients; and
- d. in providing a reimbursable service, Reed Smith does not make a profit on that service, whether the service is performed by Reed Smith in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Reed Smith has complied with these provisions requiring it to provide counsel for the statutory committee of unsecured creditors appointed in these cases (the "Committee") and the Debtors.

6. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, the attorneys for the Committee, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on: December 14, 2010

By: /s/ Carolyn H. Rosenberg
Carolyn H. Rosenberg